

EXHIBIT 3

ARTICLES OF INCORPORATION

CERTIFICATE TO DO BUSINESS IN ILLINOIS

CERTIFICATE OF INCORPORATION

OF

NATIONNET COMMUNICATIONS CORPORATION

FIRST. The name of this corporation shall be:

NATIONNET COMMUNICATIONS CORPORATION

SECOND. Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808, and its registered agent at such address is THE COMPANY CORPORATION.

THIRD. The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is:

One Thousand Five Hundred (1,500) shares without par value.

FIFTH. The name and mailing address of the incorporator is as follows:

Lynn CannoLongo
The Company Corporation
2711 Centerville Road, Suite 400
Wilmington, DE 19808

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

IN WITNESS WHEREOF, The undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this first day of March, A.D. 2001.


Lynn CannoLongo
Incorporator

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONNET COMMUNICATIONS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF APRIL, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3360709 8300

010201064

AUTHENTICATION: 1102022

DATE: 04-26-01

**APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

This space for use by
Secretary of State

Date _____
License Fee \$ _____
Franchise Tax \$ _____
Filing Fee \$ _____
Penalties \$ _____
Approved: _____

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: NationNet Communications Corporation

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: 3-2-2001

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
(If none, so state)

35 Carriage House Dr. Suite 3
Jackson, TN
38305

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent Ethel Young
First Name Middle Name Last Name

Registered Office 12501 S. Ashland
Number Street Suite #

Calumet Park, IL 60827 COOK
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Delaware, Alaska, Arkansas, Florida, Georgia, Indiana, Kentucky, LA, MA, NV, OK, TN, TX, Washington DC

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President <u>Ralph Monroe</u>	<u>35 Carriage House Dr.</u>	<u>Jackson</u>	<u>TN</u>	<u>38305</u>
Secretary <u>Amelia Marcella</u>	<u>35 Carriage House Dr.</u>	<u>Jackson</u>	<u>TN</u>	<u>38305</u>
Director <u>John Williams</u>	<u>1221 Duke of Gloucester</u>	<u>Colonial Heights</u>	<u>VA</u>	<u>23834</u>
Director <u>George Dennis</u>	<u>2017 Angora Drive</u>	<u>Chesapeake</u>	<u>VA</u>	<u>23325</u>
Director <u>James Hodges</u>	<u>8461 Willow Creek Drive</u>	<u>Folsom</u>	<u>TX</u>	<u>75034</u>

If more than 3, attach list

*Sent
12-10-01*

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

Telecommunications

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common			1500	1500

9. Paid-in Capital: \$ 50,000
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 150,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 3,500,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 180,000

11. Interrogatories: (Important - this section must be completed.)

NationNet 35 Carriage House Dr, Suite 3 Jackson, TN 38305

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
- (b) Number of shares of all classes owned by residents of Illinois: 1500
- (c) Number of shares of all classes owned by non-residents of Illinois: 1500
- (d) Is the corporation transacting business in this state at this time? NO
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 11-27-81
(Month & Day) (Year)

attested by Annelia Maricella
(Signature of Secretary or Assistant Secretary)
Annelia Maricella - Secretary
(Type or Print Name and Title)

NationNet Communications Corporation
(Exact Name of Corporation)

Ralph Monroe
(Signature of President or Vice President)
by Ralph Monroe - President
(Type or Print Name and Title)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- ** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).